

JUN 13 '08

10-05 AM

The Huntington National Bank105 East Fourth Street,
Suite 120Cincinnati, OH 45202
513/639-8342, Fax 513/762-1843**SURFACE TRANSPORTATION BOARD**Surface Transportation Board
Office of Proceedings
395 E Street, SW
Washington, DC 20423-0001

June 11, 2008

Dear Surface Transportation Board,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) is a copy of a Memorandum of Lease, dated as of April 10, 2008, a primary document as defined in the Board's Rules of Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: The Huntington National Bank
105 East Fourth Street, Suite 120
Cincinnati, OH 45202

Lessee: Rail Connection, Inc.
737 Eleanor Industrial Park
Eleanor, WV 25070

A description of the railroad equipment covered by the enclosed document is:
(100) One Hundred Steel Coal Hoppers

APPX 9000, APPX 9025, APPX 9050, APPX 9075, APPX 9001, APPX 9026, APPX 9051, APPX 9076, APPX 9002, APPX 9027, APPX 9052, APPX 9077, APPX 9003, APPX 9028, APPX 9053, APPX 9078, APPX 9004, APPX 9029, APPX 9054, APPX 9079, APPX 9005, APPX 9030, APPX 9055, APPX 9080, APPX 9006, APPX 9031, APPX 9056, APPX 9081, APPX 9007, APPX 9032, APPX 9057, APPX 9082, APPX 9008, APPX 9033, APPX 9058, APPX 9083, APPX 9009, APPX 9034, APPX 9059, APPX 9084, APPX 9010, APPX 9035, APPX 9060, APPX 9085, APPX 9011, APPX 9036, APPX 9061, APPX 9086, APPX 9012, APPX 9037, APPX 9062, APPX 9087, APPX 9013, APPX 9038, APPX 9063, APPX 9088, APPX 9014, APPX 9039, APPX 9064, APPX 9089, APPX 9015, APPX 9040, APPX 9065, APPX 9090, APPX 9016, APPX 9041, APPX 9066, APPX 9091, APPX 9017, APPX 9042, APPX 9067, APPX 9092, APPX 9018, APPX 9043, APPX 9068, APPX 9093, APPX 9019, APPX 9044, APPX 9069, APPX 9094, APPX 9020, APPX 9045, APPX 9070, APPX 9095, APPX 9021, APPX 9046, APPX 9071, APPX 9096, APPX 9022, APPX 9047, APPX 9072, APPX 9097, APPX 9023, APPX 9048, APPX 9073, APPX 9098, APPX 9024, APPX 9049, APPX 9074, APPX 9099

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

If you have any questions, please don't hesitate to call.

Sincerely,

A handwritten signature in black ink, appearing to read "Todd A. Schemmel".

Todd A. Schemmel

Sales Coordinator

105 East 4th Street CN01

Cincinnati, OH 45202

Direct Line: (513) 639-8342

Fax: (877) 343-5676

Todd.Schemmel@Huntington.com

RECORDATION NO. 27528 FILED

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

- 1.) Pursuant to that certain Master Lease Agreement dated October 16, 2006 and the related Financing Lease Schedule No. 6243.12 dated May 20, 2008 (collectively, the "Lease Agreement"), has leased to the Lessee the railroad cars identified on Exhibit A attached hereto and made a part hereof (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease".
- 2.) The addresses of the parties are as follows:

Lessor: **The Huntington National Bank**
Equipment Finance Division
105 East Fourth Street
Cincinnati, OH 45202

Lessee: **Rail Connection, Inc.**
PO Box 800
Eleanor, WV 25070
- 3.) The term of the Lease is two years commencing on May 20, 2008 and will expired on May 20, 2010 unless otherwise extended or amended by the parties
- 4.) The terms and provisions of the Lease are more particularly set forth in the Lease Agreement
- 5.) This Memorandum of Lease may be executed in any number of counterparts, each of which is so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same document, which may be evidenced by any such signed counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of

May 20, 2008

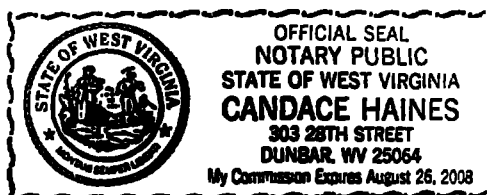
The Huntington National Bank

By: [Signature]
Name: _____
Title: **Todd A. Schemmel****Sales Coordinator**

State of Ohio, County of Hamilton

On 25th May before me personally appeared Todd Schemmel, to me personally know, who being by me duly sworn says that his is [Signature] of the Huntington National Bank, and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.Notary Public
My commission expiresREBECCA L. TONNISON
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES
MARCH 4, 2009Rail Connection, Inc.
By: [Signature]
Name: W. Scott K. [Signature]
Title: V.P.

State of West Virginia, County of Putnam

On May 16, 2008 before me personally appeared W. Scott K. [Signature] to me personally know, who being by my duly sworn says that he is V.P. of Rail Connection, Inc. and that he executed the foregoing instrument on behalf of said corporation buy authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.[Signature]
Notary Public
My commission expires 12/21/08



**EXHIBIT A
DESCRIPTION OF RAILCARS**

This is Exhibit A to the Memorandum of Lease dated May 20, 2008 between The Huntington National Bank "Lessor" and Rail Connection, Inc. "Lessee".

Quantity of Cars: (100) One Hundred Steel Coal Hoppers

Description of Cars:

APPX 9000	APPX 9025	APPX 9050	APPX 9075
APPX 9001	APPX 9026	APPX 9051	APPX 9076
APPX 9002	APPX 9027	APPX 9052	APPX 9077
APPX 9003	APPX 9028	APPX 9053	APPX 9078
APPX 9004	APPX 9029	APPX 9054	APPX 9079
APPX 9005	APPX 9030	APPX 9055	APPX 9080
APPX 9006	APPX 9031	APPX 9056	APPX 9081
APPX 9007	APPX 9032	APPX 9057	APPX 9082
APPX 9008	APPX 9033	APPX 9058	APPX 9083
APPX 9009	APPX 9034	APPX 9059	APPX 9084
APPX 9010	APPX 9035	APPX 9060	APPX 9085
APPX 9011	APPX 9036	APPX 9061	APPX 9086
APPX 9012	APPX 9037	APPX 9062	APPX 9087
APPX 9013	APPX 9038	APPX 9063	APPX 9088
APPX 9014	APPX 9039	APPX 9064	APPX 9089
APPX 9015	APPX 9040	APPX 9065	APPX 9090
APPX 9016	APPX 9041	APPX 9066	APPX 9091
APPX 9017	APPX 9042	APPX 9067	APPX 9092
APPX 9018	APPX 9043	APPX 9068	APPX 9093
APPX 9019	APPX 9044	APPX 9069	APPX 9094
APPX 9020	APPX 9045	APPX 9070	APPX 9095
APPX 9021	APPX 9046	APPX 9071	APPX 9096
APPX 9022	APPX 9047	APPX 9072	APPX 9097
APPX 9023	APPX 9048	APPX 9073	APPX 9098
APPX 9024	APPX 9049	APPX 9074	APPX 9099

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